

EXECUTED IN 10 COUNTERPARTS

No. 10

SUPPLEMENT

RECORDATION NO. 5664-A Filed & Recorded

Dated as of October 1, 1970

DEC 1 1970 - 3 10 PM

INTERSTATE COMMERCE COMMISSION

TO

CONDITIONAL SALE AGREEMENT

Dated as of March 15, 1970

BETWEEN

GOLDEN TYE CORPORATION

and

SOUTHERN RAILWAY COMPANY

and

AGREEMENT AND ASSIGNMENT

Dated as of March 15, 1970

BETWEEN

GOLDEN TYE CORPORATION

and

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Agent

THIS SUPPLEMENTAL AGREEMENT, dated as of October 1, 1970, among GOLDEN TYE CORPORATION (the "Builder"), SOUTHERN RAILWAY COMPANY (the "Railroad"), and MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Agent (the "Assignee"):

WHEREAS, the Builder and the Railroad have entered into a Conditional Sale Agreement dated as of March 15, 1970 (the "Conditional Sale Agreement"), pursuant to which the Builder has agreed to sell and deliver to the Railroad and the Railroad has agreed to purchase the railroad equipment described in Schedule B to the Conditional Sale Agreement; and

WHEREAS, the Builder thereafter assigned certain of its rights under the Conditional Sale Agreement and its right, title and interest to the railroad equipment to the Assignee pursuant to an Agreement and Assignment dated as of March 15, 1970 (the "Assignment "), between the Builder and the Assignee; and

WHEREAS the parties hereto desire to amend the Conditional Sale Agreement and the Assignment to reduce the number of units to be purchased by the Railroad under the Conditional Sale Agreement:

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto agree as follows:

1. Schedule B to the Conditional Sale Agreement is amended by deleting the figures under the following headings in such schedule and substituting therefor the figures indicated:

Quantity	67
Railroad's Car Numbers (Both Inclusive)	51,601 - 51,667
Aggregate Base Price	\$211,050
Aggregate Deferred Purchase Price	\$87,100

2. All references in the Assignment to the Conditional Sale Agreement are amended to refer to the Conditional Sale Agreement as amended and supplemented hereby.

3. Except as amended and supplemented by this Supplemental Agreement, the Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

4. This Supplemental Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this Supplemental Agreement to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed

and duly attested, all as of the date first above written.

GOLDEN TYE CORPORATION,  
By

ATTEST:

.....  
Secretary.

.....  
President.

SOUTHERN RAILWAY COMPANY,  
By

ATTEST:

.....  
Assistant Secretary.

.....  
Vice President.

MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK, as Agent,  
By

ATTEST:

.....  
Assistant Secretary.

.....  
Trust Officer.

R. E. Sparrow

STATE OF SOUTH CAROLINA )  
 ) ss:  
COUNTY OF PICKENS )

On this 23rd day of October, 1970, before me personally appeared F. E. Haag, to me personally known, who, being by me duly sworn, says that he is President of Golden Tye Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rexine M. Crisler  
Notary Public

My commission expires 12-5-79

DISTRICT OF COLUMBIA

On this 24<sup>th</sup> day of ~~October~~ <sup>November</sup>, 1970, before me personally appeared H. A. Stocker, to me personally known, who, being by me duly sworn, says that he is a Vice President of SOUTHERN RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lawrence A. Huff  
Lawrence A. Huff  
Notary Public

in and for the District of Columbia

My commission expires June 30, 1972.

STATE OF NEW YORK )  
 ) ss:  
COUNTY OF NEW YORK )

On this 30th day of October, 1970, before me personally appeared R. E. Sparrow, to me personally known, who, being by me duly sworn, says that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

FRANK SCHLIERF  
NOTARY PUBLIC, State of New York  
No. 60-3503450  
Qualified in Westchester County  
Certificate filed in New York County  
Commission Expires March 30, 1974

Frank Schlierf  
Notary Public

My commission expires